G54846

Document Number Only

CT Corporation System
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EFFECTIVE DATE
12/31/98

CORPORATION(S) NAME

Merger

Viplex Corporation
merging into:
High Performance Plastics, Inc.

FILED
98 DEC -4 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

( ) Profit ( ) Nonprofit	( ) Amendment	(x) Merger
( ) Foreign	( ) Dissolution/Withdrawal ( ) Reinstatement	( ) Mark
( ) Limited Partnership ( ) LLC	( ) Annual Report ( ) Name Registration ( ) Fictitious Name	( ) Other ( ) Change of RA ( ) UCC
( ) Certified Copy	( ) Photocopies	( ) CUS
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DIVISION OF CORPORATION

AJR
12/7/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

VIPLEX CORPORATION, a Florida corporation G54846

INTO

HIGH PERFORMANCE PLASTICS, INC., a Delaware corporation not qualified in Florida.

File date: December 4, 1998, effective December 31, 1998

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/31/98

ARTICLES OF MERGER and
PLAN OF MERGER
OF

VIPLEX CORPORATION
(a Florida corporation)

INTO

HIGH PERFORMANCE PLASTICS, INC.
(a Delaware corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. High Performance Plastics, Inc. (the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of 1,000 shares of capital stock, constituting all the outstanding shares of ViPlex Corporation, a business corporation of the State of Florida (the "Subsidiary"), which has authorized capital stock consisting of 7,500 shares of Common Stock, $1.00 par value per share.

3. The Corporation hereby merges the Subsidiary into the Corporation, effective December 31, 1998.

4. The following is a copy of the resolutions adopted as of November 30, 1998 by the Board of Directors of the Corporation to merge the Subsidiary into the Corporation:

RESOLVED, that ViPlex Corporation, a Florida corporation (the "Subsidiary") and a wholly-owned subsidiary of the Corporation, a Delaware corporation (the "Corporation"), merge with and into the Corporation (the "Merger") and that such merger be and hereby is approved; and be it

FURTHER RESOLVED, that the Corporation assume all of the obligations of the Subsidiary; and be it

FURTHER RESOLVED, that the terms and conditions of the Merger are as follows:

(a) The separate existence of the Subsidiary shall cease and the Corporation shall continue unaffected and unimpaired by the Merger, with all of its purposes, objects, rights, privileges, powers and franchises, as the surviving corporation (the "Surviving Corporation");

(b) The Certificate of Incorporation and By-laws of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation and By-laws of the Surviving Corporation and shall continue in full force and effect until further amended and restated in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware;

(c) The directors and officers of the Corporation immediately prior to the time of the Merger shall be the directors and officers of the Surviving Corporation and shall hold such positions as provided in the By-laws of the Surviving Corporation; and

(d) The issued shares of Common Stock of the Subsidiary shall be surrendered and extinguished, and the issued shares of Common Stock of the Corporation shall continue to represent one issued share of Common Stock of the Surviving Corporation; and be it

FURTHER RESOLVED, that the Corporation shall cause to be executed, acknowledged, filed and/or recorded the documents prescribed by the laws of the States of Delaware and Florida and by the laws of any other appropriate jurisdiction and shall cause to be performed any other necessary acts in such jurisdictions to effect the Merger; and be it

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as each may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby; and be it

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as each may deem necessary or appropriate to implement the provisions of the foregoing resolution, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

5. It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of Florida:

(a) Shareholders of the Subsidiary who, except for the applicability of Florida Statutes Section 607.1104, would be entitled to vote and who dissent from the merger pursuant to Florida Statutes Section 607.1320, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value for their shares. Each of the Surviving Corporation and the Subsidiary may be served with process in the State of Florida in any proceeding for the enforcement of the rights of any dissenting shareholder of the Subsidiary against the Surviving Corporation;

(b) the Secretary of State of the State of Florida shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings; and

(c) the surviving, new or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Florida which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under Florida Statutes Section 607.1302.

6. Approvals of stockholders of the Corporation and shareholders of the Subsidiary are not required.

The undersigned corporation has caused this Certificate of Ownership and Merger to be signed on this second day of December 1998, by its authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

HIGH PERFORMANCE PLASTICS, INC.

By: ______________________
George J. Zulanas, Jr.
Vice President

Attest:

____
Oliver J. Janney,
Secretary